

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

17587-A
NOV 12 1993 10 30 AM
INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

0100042011

November 12, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Memorandum of Purchase Agreement and Assignment of Lease, dated as of November 1, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to that certain Lease Agreement, dated as of November 7, 1991, which was duly filed with the Commission on November 12, 1991 under Recordation Number 17587.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: CIS Corporation
One James Center
Richmond, Virginia 23219

Buyer/Assignee: ATEL Financial Corporation, as Trustee
235 Pine Street, 6th Floor
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed document is attached hereto as Exhibit A

RECEIVED
OFFICE OF THE
SECRETARY
NOV 12 10 24 AM '93
LICENSING BRANCH

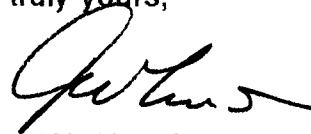
Butler
County parts -

Mr. Sidney L. Strickland, Jr.
November 12, 1993
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

11/12/93

OFFICE OF THE SECRETARY

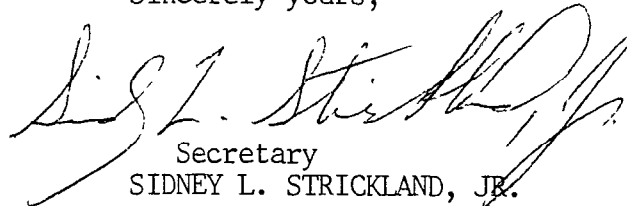
Robert W. Alvord
Alvord And Alvord

918 Sixteenth St., NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **11/12/93** at **10:30AM**, and assigned
recordation number(s). **17587-A.**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

NOV 12 1993 - 10:35 AM

Memorandum of Purchase Agreement and Assignment of Lease, made and entered into, as of November 1, 1993, by and between James P. Hassett, trustee under Chapter 11 of the United States Bankruptcy Code for the reorganization of CIS Corporation, a New York corporation ("Seller/Assignor") and ATEL Financial Corporation, a California corporation, Trustee under the Buffalo & Pittsburgh Trust Agreement 93-1, dated as of November 1, 1993 ("Buyer/Assignee").

WITNESSETH:

1. Seller/Assignor owns all of the railroad equipment listed on Exhibit "A" attached hereto and has leased said equipment to Buffalo & Pittsburgh Railroad, Inc. pursuant to a Lease Agreement dated as of November 7, 1991. The Lease Agreement was duly filed and recorded with the Interstate Commerce Commission on November 12, 1991 at 10:35 a.m. under Recordation Number 17587.
2. Seller/Assignor and Buyer/Assignee have entered into a Purchase Agreement and Assignment of Lease, dated as of November 1, 1993, pursuant to which Seller/Assignor has sold all of its right, title and interest in said railroad equipment to Buyer/Assignee and has assigned all of its right, title and interest in the aforesaid Lease Agreement to Buyer/Assignee.
3. This Memorandum of Purchase Agreement and Assignment of Lease may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

Seller/Assignor:

James P. Hassett, not individually, but
solely in his capacity as Chapter 11
Reorganization trustee for CIS Corporation

By: [Signature] APPROVED
Title: TRUSTEE AS TO FORM
Date: 11/10/93 DATE 11/10/93

Buyer/Assignee:

ATEL FINANCIAL CORPORATION, as Trustee

By: [Signature]
Title: Dean Cash
Date: Executive Vice President 11/10/93

STATE OF NEW YORK }
 } ss.
COUNTY OF ONONDAGA }

On this 10th day of November, 1993, before me personally appeared James P. Hassett, to me personally known, who being by me duly sworn, says that he is the Chapter 11 Reorganization Trustee for CIS Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Ann M. Twomey
NOTARY PUBLIC

My commission expires: _____

ANN M. TWOMEY
Notary Public in the State of New York
Qualified in Onon. Co. No. 4723332
My commission expires Oct. 31, 1994

STATE OF CALIFORNIA }
 } ss.
COUNTY OF San Francisco }

On this 10th day of November, 1993, before me personally appeared Dawn Cash to me personally known, who being by me duly sworn, says that he is the Exec. Vice President of ATEL Financial Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Judith J. Murio
NOTARY PUBLIC

My commission expires: 9 15.95

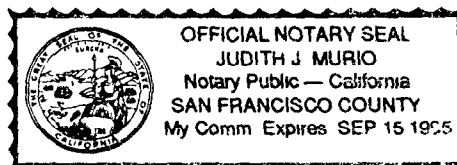


Exhibit A to Memorandum of Purchase
Agreement and Assignment of Lease
dated as of November 1, 1993

EQUIPMENT DESCRIPTION

<u>Qty</u>	<u>Manufacturer</u>	<u>Model</u>	<u>Buffalo & Pittsburgh Road Number</u>
1	GM-EMD	GP-9	201
1	GM-EMD	GP-9	202
1	GM-EMD	GP-9	203
1	GM-EMD	GP-9	204
1	GM-EMD	GP-9	205
1	GM-EMD	GP-9	206
1	GM-EMD	GP-9	207
1	GM-EMD	GP-9	208
1	GM-EMD	GP-9	209
1	GM-EMD	GP-9	626
1	GM-EMD	GP-9	874
1	GM-EMD	GP-9	879
1	GM-EMD	GP-9	887
1	GM-EMD	GP-18	922
1	GM-EMD	GP-18	926
1	GM-EMD	GP-38	7803
1	GM-EMD	GP-40	7822
1	GM-EMD	GP-40	3100
1	GM-EMD	GP-40	3102
1	GM-EMD	GP-40	3106
1	GM-EMD	GP-40	3107
1	GM-EMD	GP-40	3111
1	GM-EMD	GP-40	3119
1	GM-EMD	GP-40	6673

Memorandum of Purchase Agreement and Assignment of Lease, made and entered into as of November 1, 1993, by and between James P. Hassett, trustee under Chapter 11 of the United States Bankruptcy Code for the reorganization of CIS Corporation, a New York corporation ("Seller/Assignor") and ATEL Financial Corporation, a California corporation, Trustee under the Buffalo & Pittsburgh Trust Agreement 93-1, dated as of November 1, 1993 ("Buyer/Assignee").



WITNESSETH:

1. Seller/Assignor owns all of the railroad equipment listed on Exhibit "A" attached hereto and has leased said equipment to Buffalo & Pittsburgh Railroad, Inc. pursuant to a Lease Agreement dated as of November 7, 1991. The Lease Agreement was duly filed and recorded with the Interstate Commerce Commission on November 12, 1991 at 10:35 a.m. under Recordation Number 17587.
2. Seller/Assignor and Buyer/Assignee have entered into a Purchase Agreement and Assignment of Lease, dated as of November 1, 1993, pursuant to which Seller/Assignor has sold all of its right, title and interest in said railroad equipment to Buyer/Assignee and has assigned all of its right, title and interest in the aforesaid Lease Agreement to Buyer/Assignee.
- 3 This Memorandum of Purchase Agreement and Assignment of Lease may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

Seller/Assignor:

James P. Hassett, not individually, but
solely in his capacity as Chapter 11
Reorganization trustee for CIS Corporation

By:  APPROVED
Title: TRUSTEE AS TO FORM
Date: 11/10/93 
DATE 11/10/93

Buyer/Assignee:

ATEL FINANCIAL CORPORATION, as Trustee

By: _____
Title: _____
Date: _____

STATE OF NEW YORK }
 } ss.
COUNTY OF ONONDAGA }

On this 10th day of November, 1993, before me personally appeared James P. Hassett, to me personally known, who being by me duly sworn, says that he is the Chapter 11 Reorganization Trustee for CIS Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

ANN M. TWOMEY
Notary Public in the State of New York
Qualified in Onon. Co. No. 4723332
My commission expires Oct. 31, 1994

My commission expires: _____

STATE OF CALIFORNIA }
 } ss.
COUNTY OF _____ }

On this ____ day of November, 1993, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of ATEL Financial Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

Exhibit A to Memorandum of Purchase
Agreement and Assignment of Lease
dated as of November 1, 1993

EQUIPMENT DESCRIPTION

<u>Qty</u>	<u>Manufacturer</u>	<u>Model</u>	<u>Buffalo & Pittsburgh Road Number</u>
1	GM-EMD	GP-9	201
1	GM-EMD	GP-9	202
1	GM-EMD	GP-9	203
1	GM-EMD	GP-9	204
1	GM-EMD	GP-9	205
1	GM-EMD	GP-9	206
1	GM-EMD	GP-9	207
1	GM-EMD	GP-9	208
1	GM-EMD	GP-9	209
1	GM-EMD	GP-9	626
1	GM-EMD	GP-9	874
1	GM-EMD	GP-9	879
1	GM-EMD	GP-9	887
1	GM-EMD	GP-18	922
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1	GM-EMD	GP-40	3100
1	GM-EMD	GP-40	3102
1	GM-EMD	GP-40	3106
1	GM-EMD	GP-40	3107
1	GM-EMD	GP-40	3111
1	GM-EMD	GP-40	3119
1	GM-EMD	GP-40	6673